

CARISA PROPERTY HOLDINGS (PTY) LTD (IN LIQUIDATION)
("the Company")

MASTER'S REFERENCE NUMBER : T3156/10

REPORT OF THE JOINT LIQUIDATORS LIEBENBERG DAWID RYK VAN DER MERWE AND FRANZ SERITHI, IN TERMS OF SECTION 402 OF THE COMPANIES ACT NO 61 OF 1973 AS AMENDED TO BE SUBMITTED AT A SECOND MEETING OF CREDITORS, MEMBERS & CONTRIBUTORIES TO BE HELD BEFORE THE MASTER OF THE HIGH COURT, PRETORIA ON 22 NOVEMBER 2012 AT 10H00

ORDER OF THE COURT AND MEETINGS

Nature of Liquidation	APPLICATION
Date of liquidation	24 May 2010
Date of provisional Order	26 May 2010
Date of Final Order	30 March 2011
Provisional appointees	LDR van der Merwe and F Serithi
Date of 1 st meeting of creditors	23 August 2012
Final appointees	LDR van der Merwe and F Serithi

GENERAL AND STATUTORY INFORMATION

Registrar of Companies

- 1 According to the Registrar of Companies the company was incorporated under registration number 2002/032171/07.

Registered Address

- 2 The registered address of the company is 562 Main Road, Erasmia.

Directors

- 3 It appears from my investigations the following persons consented to serve as directors:
- 3.1 R Wijsman
 - 3.2 HB Wijsman
 - 3.3 R Maharaj
 - 3.4 RCM Vermeulen



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Share Capital

- 4 The authorised share capital of the company is R1000 divided into 1000 ordinary shares par value shares of R1 each.
- 5 The issued share capital of the company is 100 ordinary par value shares of R1 each.
- 6 It appears from information on hand that the shareholding as at the date of liquidation was as follows:
- 6.1 R Wijsman - 25%
- 6.2 HB Wijsman - 25%
- 6.3 R Maharaj - 25%
- 6.4 RCM Vermeulen - 25%

Business of the Company

- 7 The main business of the company was property development. Carisa engaged in the subdivision, rezoning and development of an immovable property referred to as the Bendor Extension 94 Polokwane, (as known as Thornhill Estate).

Auditors

- 8 The auditors of the company are Tayfin Aboo Phaka Incorporated.

STATEMENT OF AFFAIRS

- 9 We have not been place in possession of a Statement of Affairs as required in terms of Section 363 of the Companies Act No 61 of 1973 as amended.

SECTION 402(a)

FINANCIAL STATEMENT OF ASSETS AND LIABILITIES

- 10 The following represents the assets and liabilities of the company at date of liquidation. Unless otherwise stated, these figures only represent estimates of the assets and liabilities and will change depending on the amounts of realisation of unsold assets and claims submitted for proof.

ASSETS

IMMOVABLE PROPERTY	NOTES	AMOUNT	AMOUNT
Portion 430 (a portion of Portion 186) of the farm Tweefontein 915	(a)		21,000,000-00
MOVABLE ASSETS			
Cash on hand – First National Bank	(b)		1,244,738-96

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3 RD Party claim	(c)		2,400,000-00
TOTAL ASSETS			24,644,738-96
LIABILITIES			
<u>Secured</u>			
First National Bank	(a)(d)(c)	31,843,585-36	
<u>Preferent Creditors</u>			
Receiver of Revenue	(d)	1,694,833-21	
<u>Concurrent Creditors</u>			
Trade Creditors	(e)	10,649,825-99	
TOTAL LIABILITIES		44,188,244-56	
DEFICIT			19,543,505-60

NOTES

The statement of assets and liabilities must be read in conjunction with the following notes:

Immovable Property:

- (a) Carisa subdivision, rezoning and development of immovable property referred to as the Bendor Extension 94 Polokwane, (also known as Thornhill Estate), described as Portion 430 (a portion of Portion 186) of the farm Tweeefontein 915 LD. After its subdivision into 187 individual residential stands or Erven. The Joint Provisional Liquidators made an application to the Master of the High Court in terms of Section 386(2A) for the extension of their powers to proceed to market and sell the immovable properties by private treaty. The Master consented to the application. First National Bank holds a mortgage bond over the immovable property.

The sales performance to date is as follows:

- a. Sands sold pre-liquidation = 67 stands
- b. Stands sold post-liquidation = 62 stands
- c. Stands available for sale = 52 stands
- d. Stands not for sale, open areas = 6.

Cash on Hand

- (b) The cash on hand reflected in this report are from the bank accounts in the name of Carisa held at First National Bank. First National Bank has a cession over funds in the bank account.



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3rd Party Claim

- (c) I refer you to note (a) above where we stated that 67 stands were sold and transferred prior to liquidation. There are trust funds missing and it will be investigated whether a possible claim can be instituted against the Law Society for the funds that is unaccounted for by the transferring Attorneys.

SARS

- (d) The claim from SARS is under investigation. The Liquidators have appointed an Auditor to write up the books of Carisa to determine the correct claim of SARS.

SECTION 402 (b)

CAUSES OF THE COMPANY'S FAILURE

Carisa developed the immovable property using the proceeds of the facility advanced to it by First National Bank in terms of the Loan Agreements. Carisa breached the terms of the Loan Agreement and of the Bond by failing to make payment of the indebtedness owed by Carisa to First National bank when it became obliged to do so. Carisa also breached the terms of an Acknowledgement of Debt.

SECTION 402(c)

REPORT TO THE MASTER IN TERMS OF SECTION 400(2) OF THE COMPANIES ACT

- 11 It is not our intention at this stage to submit a report to the Master of the High Court. However, we are still investigating this aspect and if necessary, a detailed report will be submitted to the Master in due course.

SECTION 402(d)

PERSONAL LIABILITIES OF DIRECTORS OR OFFICERS

- 12 At this stage it is not known whether the former director or officer of the company can be held personally liable for the debts of the company. A report will be submitted, should it become necessary.

SECTION 402 (e)

LEGAL PROCEEDINGS

- 13 We have no knowledge of any legal proceedings pending by or against the company.

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SECTION 402(f)

ENQUIRY

- 14 The liquidators do not intend to hold an enquiry at present. Creditors will be informed if the liquidators decide to proceed with an enquiry into the affairs of the company.

SECTION 402(g)

BOOKS AND RECORDS

- 15 We have taken control of the books and records found at the offices of the auditors of the company.

The financial statements were not written up and the Liquidators have appointed an Auditor to write up the books of the Company and draw financial statements.

SECTION 402 (h)

PROGRESS AND PROSPECTS OF WINDING UP

- 16 The sales of the unsold stands are on-going.

Various stands have been sold and are in the process of transfer.

ESTIMATED DIVIDEND

- 17 It appears at present that only the secured creditors are to receive an award. The joint liquidators will advise concurrent creditors if the prospect of a dividend herein arises.

SECTION 402(i)

MATTERS REQUIRING THE FURTHER DIRECTIONS OF CREDITORS

- 18 Such directions as required of creditors are contained in the draft resolutions numbers 1 – 13 which is submitted for consideration and adoption by the creditors at the second meeting of creditors in conjunction with this report. Creditors are requested to adopt these resolutions to enable the administration of the company in liquidation to continue.

SIGNED at ROODEPOORT on this _____ day of NOVEMBER 2012

LDR VAN DER MERWE

F SERITHI

JOINT LIQUIDATORS

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RESOLUTIONS SUBMITTED AND ADOPTED AT THE SECOND MEETING OF CREDITORS HELD BEFORE MASTER OF THE HIGH COURT, PRETORIA ON THURSDAY, 22 NOVEMBER 2012 AT 10H00

RESOLVED THAT:

- 1 The report of Liquidator or Joint Liquidators, as the case may be, hereinafter referred to as (the Liquidator"), as submitted be received and adopted and all his actions referred to therein be and are hereby confirmed, ratified and approved.
- 2 All actions of whatsoever nature heretobefore taken by the Provisional Liquidator and/or Liquidator be and are hereby confirmed, ratified and approved.
- 3 The Liquidator be granted the authority and is vested with all the powers mentioned in Section 386(4)(a) – (i) of the Companies Act No 61 of 1973, as amended, such powers to be exercised at his sole and absolute discretion.
- 4 The Liquidator be and is hereby authorised in his sole and absolute discretion to:
 - 4.1 Take legal advice on any question of law affecting the administration and distribution of the company;
 - 4.2 Institute or defend on behalf of the company any action or other legal proceedings of a civil nature for the recovery of monies due to the company or otherwise and subject to the provisions of any law relating to criminal procedure, institute any criminal proceedings;
 - 4.3 Hold any enquiry into the affairs of the company and/or any matter relating thereto;
 - 4.4 Investigate and institute legal proceedings for the recovery of any voidable or undue preferences, voidable dispositions of property or any other impeachable transactions of whatsoever nature and to abandon same at any time;
 - 4.5 Write up the books of the company as may be required, and if necessary, to produce a balance sheet, audited or not, as at the date of liquidation, either for the purpose of investigating the affairs of the company, establishing the claims of creditors, or any other purpose.
- 5 The Liquidator be and is hereby authorised in his sole and absolute discretion to employ and engage the services of attorneys and/or counsel (senior and/or junior) and/or accountants and/or bookkeepers and/or any employee of the insolvent and/or recording agents and/or any other person who in the sole discretion of the Liquidator may be of assistance in the winding-up of the company in relation to any

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matter referred to in 4 above and further to pay all the costs thereof of whatsoever nature out of the estate as costs incurred in the liquidation.

- 6 The Liquidator be and is hereby authorised to collection any debts due to the company and for the purpose thereof to sell or compound or compromise any of these debts for such sum and upon such terms and conditions as he in his sole discretion may deem fit, and to accept any part of the debt in settlement thereof, and to grant an extension of time for the payment of any such debt, and to abandon any debt which he in his sole discretion may deem to be irrecoverable.
- 7 The Liquidator be and is hereby authorised to dispose of any movable and immovable property of the company, whether in his possession or under his control now or to come into his possession or under his control in the future by public auction, private treaty or public tender upon such terms and conditions as he in his sole and absolute discretion shall determine and to abandon any such assets for which he can find no purchaser or abandon them to a secured creditor at the value placed thereon by such creditor or at such value as is agreed upon by the Liquidator and the creditor if such creditor's claim is secured by such assets and to sign all such documents as may be necessary to give effect to such disposition.
- 8 The Liquidator be and is hereby authorised and empowered in his sole discretion to compromise and admit any claim against the company of whatsoever nature and howsoever arising and whether disputed or not and whether actual, contingent, prospective, conditional, unconditional, assessed, unassessed, liquidated or unliquidated as a liquidated claim in terms of Section 78(3) of the Insolvency Act No 24 of 1936 as amended, read with Section 339 of the Companies Act No 61 of 1973, as amended, at such amount as may be agreed upon by the Liquidator, provided that proof thereof has been tendered at a meeting of creditors.
- 9 The Liquidator be and is hereby authorised to make application for the destruction of books and records of the estate six months after the confirmation of the Final Liquidation and Distribution Account.
- 10 The Liquidator be and is hereby authorised to perform any act or exercise any power for which he is not expressly required by the Companies Act No 61 of 1973, as amended, to obtain the leave of the Court.
- 11 The Liquidator be and is hereby authorised to submit to the determination of arbitrators any dispute concerning the company or any claim or demand by or upon the company.
- 12 The Liquidator be and is hereby authorised to carry on or discontinue any part of the business of the company insofar as may be necessary for the beneficial winding-up thereof.

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- 13 The Liquidator be and is hereby authorised to exercise *mutatis mutandis* the powers conferred upon a Liquidator by Section 35 (uncompleted acquisition of immovable property before liquidation) and 37 (effect of liquidation upon a lease) of the Insolvency Act No 24 of 1936, as amended, read with Section 339 of the Companies Act No 61 of 1973, as amended.
- 14 The further administration of the affairs of the company be left entirely in the hands and at the discretion of the Liquidator.

q.q. CREDITORS